

HEALTHCARE LOCUMS PLC

**(Incorporated and registered in England and Wales with registered number
4736913)**

(the "Company")

Minutes of a general meeting of the
Company held at Level 25, 680 George
Street, Sydney NSW 2000 on 26
September 2013 at 9 15a m

Present M Dennis representing Angel Acquisitions Limited (sole shareholder
of the Company)

In attendance P D Sullivan (Chairman)
M Phillips
S. Burke
I. Ketchin
V Cartwright

1. QUORUM

The Chairman noted that the meeting had been convened in connection with the recommended re-registration of the Company as a private limited company and the adoption of new articles of association of the Company. The notice was taken as read and the Chairman noted that under section 318(2) of the Companies Act 2006, it was competent to proceed as the Company has only one shareholder and a quorum was therefore present.

2. RESOLUTIONS

The Chairman noted that the following resolutions were proposed

1. Resolution 1 - Re-registration as a private limited company (special resolution)

"THAT the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Healthcare Locums Limited "

2. Resolution 2 - Creation of new class of preference shares (ordinary resolution)

"THAT, with effect from the Company's re-registration as a private limited company, the share capital of the Company be amended by the creation of a new class of preference share with the rights and restrictions as set out in the articles of association referred to in resolution 3 below "

COMPANIES HOUSE

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3. Resolution 3 - Adoption of new articles of association (special resolution)

"THAT the articles of association produced to the meeting and, for the purposes of identification, initialed by the chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the articles of association of the Company existing at the date of the meeting "

4. Resolution 4 - Authority to allot shares (ordinary resolution)

"THAT in addition to any previous authority conferred upon the directors of the Company (the "Directors") pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot preference shares in the Company and to grant rights to subscribe for or to convert any security into preference shares in the Company to be issued upon conversion of loan notes issued by the Company pursuant to a loan note instrument dated 11 April 2013 up to an aggregate nominal amount of £50,000,000, such authority to expire on the date five years from the date of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired."

5. Resolution 5 - Directors' authority to authorise conflicts (ordinary resolution)

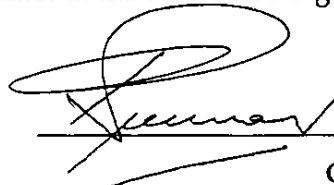
"THAT, with effect from the Company's re-registration as a private limited company, the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006."

The Chairman noted that resolutions 2, 4 and 5 were ordinary resolutions and resolutions 1 and 3 were special resolutions

The Chairman tabled the proposed new articles of association, and asked the sole shareholder to vote on the proposed resolution. IT WAS RESOLVED THAT the all of the resolutions proposed be and hereby are passed.

3. FURTHER BUSINESS

There being no further business, the Chairman declared the meeting closed


Chairman